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JINTAI ENERGY HOLDINGS LIMITED

金泰能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2728)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Jintai Energy Holdings Limited (the “**Company**”) will be held at Units 1302–1303, 13/F, Ruttonjee House, 11 Duddell Street, Central, Hong Kong on Friday, 23 October 2020 at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** subject to the fulfillment of the conditions as set out in the supplemental deed (the “**Supplemental Deed**”) dated 16 July 2020 and entered into among the Company and QILU INTERNATIONAL FUNDS SPC (for the account and on behalf of ZHONGTAI DINGFENG CLASSIFIED FUND SP) in relation to the proposed alterations of terms of the convertible notes (the “**Convertible Notes**”) in the principal amount of HK\$110,952,907 (a copy of which has been produced to the Meeting and marked “A” and signed by the chairman of the Meeting for the purpose of identification),
 - (a) the Supplemental Deed and all the transactions contemplated thereunder and all other matters in connection herewith and incidental thereto, be and are hereby approved, confirmed and ratified;
 - (b) the Convertible Notes (as amended by the Supplemental Deed) be and are hereby approved and confirmed; and
 - (c) the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to allot and issue such number of shares of the Company as may be required to be issued and allotted upon exercise of the conversion rights attached to the Convertible Notes (as amended by the Supplemental Deed) (the “**Conversion Shares**”).”

2. “**THAT** subject to the fulfillment of the conditions as set out in the sale and purchase agreement dated 7 August 2020 and entered into among the Company, Chen Qiusan* (陳秋叁) and Beijing Century Energy Co., Ltd* (北京金寶世紀能源有限公司) (the “**Sale and Purchase Agreement**”) (a copy of which has been produced to the Meeting and marked “B” and signed by the chairman of the Meeting for the purpose of identification) in relation to the acquisition of Lijin Shuntong Logistics Company Limited* (利津順通物流有限公司) and the issue of RMB23,481,678.65 5% bond due 2023 to Chen Qiusan (the “**Bond**”),
- (a) the Sale and Purchase Agreement and all the transactions contemplated thereunder and all other matters in connection herewith and incidental thereto, be and are hereby approved, confirmed and ratified;
- (b) the issue of the Bond be and is hereby approved and confirmed.”
3. “**THAT** any Director(s) be and is/are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as he/they may in his/their discretion consider necessary, desirable or expedient to carry out and implement the Supplemental Deed, the Convertible Notes (as amended by the Supplemental Deed), the issue and allotment of the Conversion Shares, the Sale and Purchase Agreement, the Bond and all the transactions contemplated thereunder into full effect.”

Yours faithfully,
For and on behalf of the Board
Jintai Energy Holdings Limited
Yuan Hongbing
Executive Director and Chief Executive Officer

Hong Kong, 8 October 2020

* *For identification purpose only*

Notes:

1. Every shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in his stead. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a shareholder of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. In the case of a joint holding, any one of such persons may vote at the EGM, either in person or by proxy; but if more than one joint holders are present at the EGM in person or by proxy, the said person whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
4. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or certified copy of such power or authority must be delivered to the office of Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell

Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

5. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. If a "black" rainstorm warning signal or a tropical cyclone warning signal number 8 or above is in force in Hong Kong at any time between 5:00 a.m. and 9:00 a.m. on 23 October 2020, it will be proposed that the EGM will not be held on that day. An announcement will be made in such event.
7. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the EGM, the chairman of the meeting will exercise his power under Article 66 of the Articles of Association of the Company to put each of the resolutions set out in this notice to be voted by way of poll.
8. The following precautionary measures will be taken by the Company for the Meeting to prevent the spread of coronavirus disease:
 - compulsory temperature checks
 - compulsory wearing of face masks
 - no provision of corporate gifts or refreshments

Any person who does not comply with the precautionary measures may be denied entry into the Meeting venue. Shareholders are reminded that they may appoint the Chairman of the Meeting as their proxy to vote on the relevant resolution at the Meeting as an alternative to attending the Meeting in person.

9. For the purpose of identifying shareholders who are entitled to attend the extraordinary general meeting, the register of members of the Company will be closed from Tuesday, 20 October 2020 to Friday, 23 October 2020 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the extraordinary general meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 19 October 2020.

As at the date of this notice, the Company has three executive Directors, namely Mr. Chen Jinle (Chairman), Mr. Lin Caihuo and Mr. Yuan Hongbing (Chief Executive Officer), one non-executive Director, namely Mr. Wang Shoulei, and three independent non-executive Directors, namely, Mr. Tche Heng Hou Kevin, Mr. Gao Han and Mr. Mak Tin Sang.